

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF PUERTO RICO**

In re:

THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO
RICO,

as representative of

THE COMMONWEALTH OF PUERTO RICO,
et al.,

Debtors.¹

PROMESA

Title III

No. 17 BK 3283-LTS

(Jointly Administered)

**SECOND SUPPLEMENTAL DECLARATION OF
ROBERT GORDON IN SUPPORT OF APPLICATION OF THE
OFFICIAL COMMITTEE OF RETIRED EMPLOYEES OF THE
COMMONWEALTH OF PUERTO RICO FOR ORDER
APPROVING THE EMPLOYMENT OF JENNER & BLOCK LLP**

I, Robert Gordon, hereby declare (this “**Second Supplemental Declaration**”) that the following is true and correct to the best of my knowledge, information and belief:

1. On June 16, 2017, the Official Committee of Retired Employees of the Commonwealth of Puerto Rico (the “**Retiree Committee**”) selected Jenner & Block LLP (“**Jenner & Block**”) as its counsel, subject to this Court’s approval.

¹ The Debtors in these jointly-administered PROMESA title III cases (these “**Title III Cases**”), along with each Debtor’s respective title III case number listed as a bankruptcy case number due to software limitations and the last four (4) digits of each Debtor’s federal tax identification number, as applicable, are: (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17 BK 3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation (Bankruptcy Case No. 17 BK 3284) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority (Bankruptcy Case No. 17 BK 3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico (Bankruptcy Case No. 17 BK 3566-LTS) (Last Four Digits of Federal Tax ID: 9686); and (v) Puerto Rico Electric and Power Authority (Bankruptcy Case No. 17 BK 4780) (Last Four Digits of Federal Tax ID: 3747).

2. On July 19, 2017, the Retiree Committee filed with the Court its *Application of the Official Committee of Retired Employees of the Commonwealth of Puerto Rico for Order Approving the Employment of Jenner & Block LLP* (the “**Application**”). [Dkt. No. 670-1.] Attached as Exhibit A to the Application is the *Declaration of Robert Gordon in Support of Application of the Official Committee of Retired Employees of the Commonwealth of Puerto Rico for Order Approving the Employment of Jenner & Block LLP* (the “**Original Declaration**”). [Dkt No. 670-2.]

3. On November 13, 2017, the Retiree Committee filed with the Court the *First Supplemental Declaration of Robert Gordon in Support of Application of the Official Committee of Retired Employees of the Commonwealth of Puerto Rico for Order Approving the Employment of Jenner & Block LLP* (the “**First Supplemental Declaration**”). [Dkt. No. 1766.]

4. In the Original Declaration and First Supplemental Declaration, I stated that I would amend my declaration upon learning that: (a) any of the representations made therein were incorrect, or (b) there was any change of circumstance relating thereto. Accordingly, I now submit this Second Supplemental Declaration to supplement, but not to supersede in any way, the Original Declaration and First Supplemental Declaration.

5. Through Jenner & Block’s client intake process, the firm has identified the following new connections:

- a. Jenner & Block has been retained by Glendon Capital Management LP on one or more matters unrelated to these Title III Cases.

6. Glendon Capital Management LP became a Jenner & Block client after I filed my Original Declaration and First Supplemental Declaration.

7. Notwithstanding the foregoing and based on the information contained in the Original Declaration and First Supplemental Declaration, I believe that I am, and each Jenner &

Block attorney is, still a “disinterested person” as that term is defined in 11 U.S.C. § 101(14); that neither I nor any Jenner & Block attorney holds or represents any interest adverse to the Debtors’ estates; and that Jenner & Block’s attorneys do not represent in other matters parties with any interest adverse to the Debtors’ estates, except as otherwise specified in the Original Declaration, the First Supplemental Declaration, and this Second Supplemental Declaration. Accordingly, I submit that Jenner & Block is not disqualified for employment by the Retiree Committee to represent it in these Title III Cases.

8. I will amend this Second Supplemental Declaration promptly upon learning that: (a) any of the representations herein are incorrect, or (b) there is any change of circumstance relating thereto.

I declare under penalty of perjury as provided in 28 U.S.C. § 1746 that the foregoing is true and correct according to the best of my knowledge, information and belief.

Dated: July 18, 2018

/s/ Robert Gordon
Robert Gordon